

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-2(c)	
HALPERIN BATTAGLIA RAICHT, LLP 555 Madison Avenue, 9th Floor New York, New York 10022 (212) 765-9100 (212) 765-0964 Facsimile Donna H. Lieberman, Esq. Carrie E. Mitchell, Esq. COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. A Professional Corporation 25 Main Street P.O. Box 800 Hackensack, New Jersey 07602-0800 (201) 489-3000 (201) 489-1536 Facsimile Ilana Volkov, Esq. Co-Counsel for the Class 10 Liquidation Trust	
In re:	Chapter 11
SHAPES/ARCH HOLDINGS L.L.C., <i>et al.</i>,	Case No. 08-14631
Debtors.	(Jointly Administered)
	Judge: Gloria M. Burns

**CONSENT ORDER RESOLVING THE CLAIMS OF
TEAMSTERS LOCAL 837 PENSION, HEALTH AND
WELFARE AND SCHOLARSHIP FUNDS
(Claims numbered 49, 50, 51, 52, 53, 111, 112, 113, 114,
115, 774, 778 and 821)**

The relief set forth in the following pages, number two (2) through five (5) is hereby
ORDERED.

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*,
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WHEREAS, the above-captioned debtors (together, the “**Debtors**”) filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) on March 16, 2008 (the “**Petition Date**”) in the United States Bankruptcy Court for the District of New Jersey; and

WHEREAS, certain of the Debtors were parties to collective bargaining agreements with the Teamsters Local 837 (“**Local 837**”), pursuant to which said debtors were required to make employee benefit contributions to the Teamsters Local 837 Pension Fund (the “**Pension Fund**”), the Teamsters Local 837 Health and Welfare Fund (“**Welfare Fund**”) and the Teamsters Local 837 Scholarship Fund (the “**Scholarship Fund**”, and together with the Pension Fund and the Welfare Fund, the “**Funds**”);

WHEREAS, the Debtors’ Schedules of Liabilities reflect certain obligations to the Funds;

WHEREAS, the Funds filed and later amended proofs of claim, as follows:

<u>Claimant</u>	<u>Number</u>	<u>Date Filed</u>	<u>Amount</u>
Pension Fund	50	4/2/08	\$ 93,607.00
	53	4/2/08	\$ 2,557.74
	112	4/8/08	\$ 108,806.94
	114	4/8/08	\$ 2,557.74
	774	6/19/08	\$7,500,000.00
	778	6/23/08	\$7,500,000.00
	821	7/29/08	\$4,276,682.00
Welfare Fund 51	4/2/08	\$ 961,755.00	
	52	4/2/08	\$ 28,000.00
	111	4/8/08	\$1,451,330.20
	113	4/8/08	\$ 28,000.00
Scholarship Fund	49	4/2/08	\$ 80.00

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115 4/8/08 \$ 80.00

(all of the preceding claims, exclusive of claim numbered 821, being the “**Claims**”); and

WHEREAS, the Debtors’ Third Amended Joint Plan of Reorganization (the “**Plan**”) was confirmed by Order of this Court dated July 24, 2008 (the “**Confirmation Order**”) and became effective on August 8, 2008 (the “**Effective Date**”); and

WHEREAS, on the Effective Date, the Class 10 Trust came into existence, and pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan), the Trust, by its Trustee, Steven D. Sass, was empowered to, among other things, object to and resolve unsecured claims; and

WHEREAS, the Trust engaged an actuary to review the claims of the Funds, and in particular, the claims of the Pension Fund for withdrawal liability from the pension plan; and

WHEREAS, the Funds and the Trust (together, the “**Parties**”) wish to consensually resolve any claims the Funds, each, on its own behalf and on behalf of its members, may hold against the Debtors and/or the Trust and the property of each, including but not limited to the Claims; and

WHEREAS, certain of the priority claims of the Funds have already been paid by the Debtors;

NOW, THEREFORE, it is hereby stipulated and agreed between the Funds and the Trust as follows:

A. Claim numbered 821 of the Pension Fund is hereby allowed as a pre-petition, unsecured claim in the amount of \$4,276,682.00, and the Pension Fund shall be entitled to a

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distribution from the Trust on account of such allowed claim, as and to the extent provided in the Plan and the exhibits to the Plan.

B. All other claims of the Funds, each on its own behalf and on behalf of its participants and beneficiaries, including but not limited to the Claims, against the Debtors and their estates, the Trust and/or the property of any of the preceding, to the extent that such claims have not already been satisfied, are hereby disallowed and expunged.

C. Except as otherwise set forth in paragraph A of this Consent Order, each of the Funds, each, on its own behalf and on behalf of its participants and beneficiaries, hereby releases the Debtors and their estates from any and all obligations, claims and demands of any kind, at law or in equity, that the Funds, may hold or assert against the Debtors, their estates or property as of the Effective Date.

D. Except as otherwise set forth in paragraph A of this Consent Order, each of the Funds, on its own behalf and on behalf of its members, hereby releases the Trust and the Trustee from any and all obligations, claims and demands of any kind, at law or in equity, that the Funds, may hold or assert against the Trust or the Trustee, or the property of either as of the date of this Consent Order.

E. This Consent Order contains the entire agreement by and among the Parties and all prior understandings or agreements between them, if any, are merged into this Consent Order.

E. This Consent Order and the obligations of the Parties are specifically subject to, and conditioned upon, the approval of the Bankruptcy Court. If the Bankruptcy Court declines

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to approve this agreement, the provisions hereof shall be null, void and of no force and effect, and nothing contained herein shall be deemed an admission by either of the Parties.

F. This document may be signed in counterpart, and faxed copies of signatures of the Parties shall be deemed originals for purposes of this Consent Order.

G. This Consent Order shall be binding upon all successors and assigns of each of the Parties, and any subsequently appointed chapter 11 or chapter 7 trustee.

H. This Court shall retain jurisdiction to resolve disputes or controversies arising from or related to the terms of this Consent Order.

Dated: February 4, 2009

HALPERIN BATTAGLIA RAICHT, LLP
Counsel to the Class 10 Trust

By: /s/ Donna H. Lieberman
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Dated: February 4, 2009

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